

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Jennings Andrew</u> (Last) (First) (Middle) 901 MARQUETTE AVENUE SUITE 3200 (Street) MINNEAPOLIS MN 55402 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP [FICO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2012		M		3,334	A	(1)	19,356.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2012		F		1,556 ⁽²⁾	D	\$41.89	17,800.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2012		M		4,166 ⁽³⁾	A	(4)	21,966.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2012		M		1,042	A	(4)	23,008.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2012		M		2,500	A	(4)	25,508.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2012		F		3,597 ⁽⁵⁾	D	\$41.89	21,911.9952	I	The 2010 Jennings Family Revocable Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Share Units	(1)	12/13/2012		M			3,334	12/13/2012 ⁽⁶⁾	(7)	Common Stock	3,334	\$0.00	10,001	D	
Restricted Stock Units	(4)	12/13/2012		M			4,166	12/13/2011 ⁽⁸⁾	(7)	Common Stock	4,166	\$0.00	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	12/13/2012		M		1,042		12/13/2012 ⁽⁸⁾	(7)	Common Stock	1,042	\$0.00	3,124	D	
Restricted Stock Units	(4)	12/13/2012		M		2,500		12/13/2012 ⁽⁸⁾	(7)	Common Stock	2,500	\$0.00	7,500	D	
Restricted Stock Units	(4)	12/13/2012		A		3,333		12/13/2013 ⁽⁸⁾	(7)	Common Stock	3,333	\$0.00	3,333	D	
Non-Qualified Stock Option (right to buy)	\$41.89	12/13/2012		A		10,001		12/13/2013 ⁽⁹⁾	12/12/2019	Common Stock	10,001	\$0.00	10,001	D	

Explanation of Responses:

- Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- Shares withheld by Company for payment of taxes due at vesting from earned performance share units.
- The revenue and net income targets were deemed satisfied by the Compensation Committee resulting in acceleration of the remainder of this RSU award.
- Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- Shares withheld by Company for payment of taxes due at vesting from restricted stock units.
- The performance share units will vest in four equal annual installments commencing on this date and one share will be delivered to the reporting person for each vested unit as soon as practicable thereafter.
- No expiration date.
- The restricted stock units vest in four equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
- This option vests in four equal annual installments commencing on this date.

Remarks:

/s/Nancy E. Fraser, Attorney-in-fact 12/14/2012

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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